



LAKSHMI MACHINE WORKS LIMITED

PROCEEDINGS OF THE 56th ANNUAL GENERAL MEETING OF MEMBERS OF LAKSHMI MACHINE WORKS LIMITED HELD AT 3.30 PM ON MONDAY THE 22nd JULY, 2019 AT "NANI KALAI ARANGAM" MANI HIGHER SECONDARY SCHOOL, PAPPANAICKENPALAYAM, COIMBATORE-641037.

DIRECTORS PRESENT

Sl. No	Name	Designation
1	Sri.Sanjay Jayavarthanavelu	Chairman and Managing Director
2	Sri.Basavaraju	Director
3	Sri.Aditya Himatsingka	Director
4	Dr.Mukund Govind Rajan	Director
5	Sri.Anil Gupta	Nominee Director of LIC
6	Sri.Arun Alagappan	Director
7	Sri.K.Soundhar Rajhan	Director-Operations

IN ATTENDANCE:

8	Sri.C.R.Shivkumaran	Company Secretary
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IN PRESENCE:

9	Mrs.V.Indira	Statutory Auditor
10	Sri.B.Krishnamoorthy	Scrutiniser
11	Sri.M.D.Selvaraj	Secretarial Auditor
12	Sri.C.B.Chandrasekar	Chief Financial Officer
13	Sri.V.Senthil	Vice President-Finance

And

125 Members were present in person and 32 Members holding 53,33,328 shares accounting for 49.923 % of the paid up capital of the Company were also present through proxies.

Dr.Mukund Govind Rajan, Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee and Sri.Aditya Himatsingka, Chairman of Stakeholders' Relationship Committee were also present at the meeting.

The Register of Directors & Key Managerial Personnel and their shareholding maintained under Section-170 of the Companies Act, 2013, Register of Contracts and Arrangements in which Directors are interested maintained under Section-189 of the

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Companies Act, 2013, copy of Statutory Auditor's Report, Secretarial Auditor's Report and a copy of the draft letter of appointment & terms and conditions of appointment of Independent Directors were kept open for inspection by the members at the commencement of the meeting and were accessible during the continuance of the meeting.

Sri.Sanjay Jayavarthanavelu, Chairman and Managing Director presided over the meeting.

The requisite quorum being present, the Chairman declared the meeting as properly constituted and called the meeting to order.

Chairman extended a warm welcome to the members for 56th Annual General meeting of the Company and informed that the Notice of Annual General Meeting, Annual Financial Statements, Auditors' Report, Directors' Report and annexures thereto were in the hands of the members for the statutory period, with the general permission of the members present, they were taken as read.

Chairman informed that the statutory Auditors Report and Secretarial Auditor's Report were clean reports and there was no reservation, qualification or adverse remarks.

Then, Chairman introduced the Directors on the dais and delivered his speech.

In his speech, the Chairman outlined the present economic scenario in India, overall financial performance of the Company, performance of various divisions, performance of the wholly owned subsidiary Company established in China. Chairman also spoke about the financial results of the Company for the quarter ended 30th June, 2019 and on the business prospects of the Company for the current financial year.

Chairman informed that in compliance of the statutory requirements, arrangements have been made for remote e-voting through Central Depository Services (India) Limited. To enable those shareholders who have not availed the remote e-voting facility and present at the meeting, facilities to participate in the voting process through voting by ballot paper was also arranged.

Chairman further informed that to oversee the remote e-voting process and voting by Ballot paper, the Board of Directors had appointed Sri.B.Krishnamoorthi, practicing Chartered Accountant, Coimbatore, as the Scrutinizer. Sri.B.Krishnamoorthi was present at the meeting.

Chairman, then invited questions, if any, from the members relating to the performance of the Company. After answering the questions, Chairman briefed the items of business as proposed in the Notice of AGM and requested members and proxies present, to cast their vote by ballot paper circulated to them and deposit the completed ballot papers in the Ballot Boxes.

After the completion of the voting by Ballot, Chairman informed that on receipt of Scrutinizer's report, the results of voting would be announced at the Registered Office of the Company before 6.00 PM on 24.07.2019. The said results would be posted in the Company's website and also informed to the Stock Exchanges.



Chairman further informed that arrangements had been made for the distribution of dividend through HDFC Bank. Those who opted for electronic credit, dividend would be placed to the credit of their Bank account on or before 02.08.2019. For those who have not opted for electronic credit, dividend warrants would be dispatched on or before 02.08.2018.

The members and proxies present exercised their voting by ballot. On completion of voting, the meeting concluded, at 05.00 PM with a vote of thanks.

OUTCOME OF THE AGM

Sri.B.Krishnamoorthi, Scrutiniser has submitted his report on the results of remote e-voting and voting through ballot paper held at the AGM. The Chairman has declared, at 2.45 PM on 23.07.2019 at the Registered Office of the Company at SRK Vidyalaya Post, Perianaickenpalayam, Coimbatore-641020, that the following resolutions were duly passed with requisite majority at the Annual General Meeting held on 22.07.2019 and authorised the Company Secretary to communicate to Stock Exchanges and to post in the Company's website.

BUSINESS TRANSACTED AT THE AGM:

ORDINARY BUSINESS:

Item No.1: Adoption of Annual Financial Statements (Ordinary Resolution) :

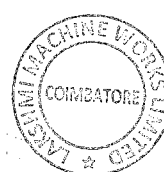
"**RESOLVED THAT** the standalone and consolidated Annual Financial Statements including statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in the equity for the financial year ended 31st March, 2019, the Balance Sheet as at that date, the Report of Board of Directors and the Auditors Report be and are hereby approved and adopted."

Votes FOR	Votes AGAINST	Invalid Votes	Result
71,70,883	1	0	Passed

Item No.2: Declaration of Dividend (Ordinary Resolution):

"**RESOLVED THAT** dividend for the year 2018-19 at the rate of Rs.35.00 per equity share of Rs.10/- each fully paid up (350 %), be declared and paid out of the current profits of the Company for the financial year ended 31st March, 2019 on 1,06,83,000 equity shares of Rs.10/- each absorbing Rs.37,39,05,000/- to the members whose name appear on the Register of Members of the Company as on 15th July, 2019 for those holding shares in physical form and as per the details furnished by the Depositories for this purpose as at the close of business hours on 15th July, 2019 in respect of the shares held in electronic form without deduction of tax."

Votes FOR	Votes AGAINST	Invalid Votes	Result
71,73,358	1	0	Passed



Item No.3 : Reappointment of Director retiring by rotation.

(Ordinary Resolution):

RESOLVED THAT Sri.K.Soundhar Rajhan, Director-Operations (DIN: 07594186), who retires by rotation, being eligible offers himself for reappointment, be and is hereby reappointed as a Director of the Company."

Votes FOR	Votes AGAINST	Invalid Votes	Result
71,73,358	1	0	Passed

SPECIAL BUSINESS:

Item No.4: Continuation of payment of remuneration to Sri.Sanjay Jayavarthanelu, (DIN: 00004505) Managing Director (Promoter) in excess of threshold limits prescribed by the amendment to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Special Resolution):

RESOLVED THAT pursuant to the Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and other applicable provisions if any, of the Companies Act, 2013 ("the Act") and Listing Regulations, and on the recommendation / approval of necessary committees and the Board of Directors of the Company, consent of the Company be and is hereby accorded to continue with payment of remuneration as per existing terms and conditions as approved by the Shareholders at the 53rd Annual General Meeting held on 5th August, 2016 to Sri. Sanjay Jayavarthanelu (DIN: 00004505) Managing Director, who is an Executive Director and Promoter of the Company, notwithstanding the fact that the annual remuneration payable to Sri.Sanjay Jayavarthanelu exceeds Rs.5 Crores or 2.5 per cent of the net profits of the Company calculated as per Section 198 of the Act, as the case may be, till the expiry of his current term i.e. until 31st March, 2022, subject to the maximum overall ceiling limit as prescribed under the Companies Act, 2013".

Votes FOR	Votes AGAINST	Invalid Votes	Result
71,71,412	1947	0	Passed

Item No.5: Re-appointment of Sri.Aditya Himatsingka (DIN: 00138970) as an Independent Director (Special Resolution):

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and upon the recommendation of the Nomination and Remuneration Committee and Board of Directors, Sri. Aditya Himatsingka (DIN:00138970), Independent Non-Executive Director of the Company who has



submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, Regulation 16(1)(b) of Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five (5) consecutive years with effect from close of business hours on 5th August, 2019, not liable to retire by rotation".

Votes FOR	Votes AGAINST	Invalid Votes	Result
71,73,348	11	0	Passed

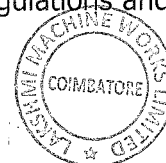
Item No.6: Re-appointment of Dr.Mukund Govind Rajan (DIN: 00141258) as an Independent Director (Special Resolution):

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and upon the recommendation of the Nomination and Remuneration Committee and Board of Directors, Dr. Mukund Govind Rajan (DIN:00141258), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, Regulation 16(1)(b) of Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five (5) consecutive years with effect from close of business hours on 5th August, 2019, not liable to retire by rotation".

Votes FOR	Votes AGAINST	Invalid Votes	Result
71,71,402	1957	0	Passed

Item No.7: Re-appointment of Justice Smt.Chitra Venkataraman(Retd.) (DIN: 07044099) as an Independent Woman Director (Special Resolution):

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and upon the recommendation of the Nomination and Remuneration Committee and Board of Directors, Justice Smt Chitra Venkataraman (Retd.,) (DIN:07044099), Independent Non- Executive Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, Regulation 16(1)(b) of Listing Regulations and who is



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eligible for re-appointment, be and is hereby re-appointed as an Independent Woman Non-Executive Director of the Company to hold office for a second term of five (5) consecutive years with effect from close of business hours on 1st February, 2020, not liable to retire by rotation".

Votes FOR	Votes AGAINST	Invalid Votes	Result
71,72,542	817	0	Passed

Item No.8: Ratification of remuneration payable to Cost Auditor :

(Ordinary Resolution)

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re- enactment thereof, for the time being in force), Sri A.N. Raman, (Membership No.: 5359) Cost Accountant, Chennai who was appointed as Cost Auditor by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of the cost accounting records of the Company for the financial year 2019-20 on a remuneration of Rs.6,00,000/- (Rupees Six Lakhs only) per annum exclusive of applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit fixed by the Board of Directors be and is hereby ratified and confirmed".

Votes FOR	Votes AGAINST	Invalid Votes	Result
71,73,358	1	0	Passed

For LAKSHMI MACHINE WORKS LIMITED



SANJAY JAYAVARTHANEVELU
CHAIRMAN AND MANAGING DIRECTOR

Date : 23.07.2019

DIN : 00004505

